



PUBLIC NOTICE

Federal Communications Commission
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DA 18-665
June 26, 2018

**DOMESTIC SECTION 214 APPLICATION FILED FOR THE TRANSFER OF CONTROL
OF CROSS RIVER FIBER LLC TO ZENFI NETWORKS, INC.**

STREAMLINED PLEADING CYCLE ESTABLISHED

WC Docket No. 18-178

Comments Due: July 10, 2018
Reply Comments Due: July 17, 2018

By this Public Notice, the Wireline Competition Bureau seeks comment from interested parties on an application filed by Cross River Fiber LLC (Cross River Fiber) and ZenFi Networks, Inc. (ZenFi) (collectively, Applicants), pursuant to section 214 of the Communications Act of 1934, as amended, and sections 63.03-04 of the Commission's rules, requesting consent to transfer control of Cross River Fiber to ZenFi.¹

Cross River Fiber, a Delaware limited liability company, provides competitive fiber-based telecommunications services to enterprise customers and other carriers in New York and New Jersey. Applicants state that Cross River Fiber is also authorized to provide competitive telecommunications services in Pennsylvania.²

ZenFi, a Delaware corporation, is authorized to provide competitive telecommunications services in New York and New Jersey and has deployed a fiber network primarily serving other carriers. Applicants state that, upon consummation of the proposed transaction, the following U.S. citizens and Delaware limited partnerships will hold a 10 percent or greater interest in ZenFi: Ray LaChance (14.21 percent); Ridgemont Equity I (12.21 percent); and Ridgemont Equity I-B (15.49

¹ See 47 U.S.C. § 214; 47 CFR §§ 63.03-04. Applicants filed a supplement to their application on June 21, 2018.

² Applicants state that the majority ownership interests of Cross River Fiber are currently held by Vincenzo Clemente, a U.S. citizen, and U.S.-based entities associated with Ridgemont Equity Partners (specifically Ridgemont Equity Partners I, L.P. (Ridgemont Equity I), Ridgemont Equity Partners I-B, L.P. (Ridgemont Equity I-B), and Ridgemont Equity Partners Affiliates I, L.P. (collectively, the Ridgemont Entities)) (Mr. Clemente, together with the Ridgemont Entities, the Cross River Fiber Shareholders).

percent).³ Except for one mile of ZenFi's dark fiber facilities in Weehawkin, New Jersey, Applicants state that there are no overlaps between the fiber networks of ZenFi and Cross River Fiber. They further state that no owners of ZenFi hold a 10 percent or greater equity interest in any other telecommunications provider.

Pursuant to the terms of the proposed transaction, ZenFi will acquire Cross River Fiber in exchange for an ownership interest in ZenFi by the Cross River Fiber Shareholders. Applicants state that ZenFi will acquire Cross River Fiber by merging it with and into ZenFi Merger Sub Inc. (Merger Sub), a Delaware corporation and wholly owned subsidiary of ZenFi created for the purposes of this transaction. Merger Sub, following the consummation of this transaction, will cease to exist, and Cross River Fiber will survive as a direct wholly owned subsidiary of ZenFi. Applicants assert that the proposed transaction is entitled to presumptive streamlined treatment under section 63.03(b)(2)(i) of the Commission's rules and that a grant of the application will serve the public interest, convenience, and necessity.⁴

Domestic Section 214 Application Filed for the Transfer of Control of
Cross River Fiber LLC to ZenFi Networks, Inc., WC Docket No. 18-178
(filed May 25, 2018).

GENERAL INFORMATION

The transfer of control identified herein has been found, upon initial review, to be acceptable for filing as a streamlined application. The Commission reserves the right to return any transfer application if, upon further examination, it is determined to be defective and not in conformance with the Commission's rules and policies. Pursuant to section 63.03(a) of the Commission's rules, 47 CFR § 63.03(a), interested parties may file comments **on or before July 10, 2018**, and reply comments **on or before July 17, 2018**. Pursuant to section 63.52 of the Commission's rules, 47 CFR § 63.52, commenters must serve a copy of comments on the Applicants no later than the above comment filing date. Unless otherwise notified by the Commission, the Applicants may transfer control on the 31st day after the date of this notice.

Pursuant to section 63.03 of the Commission's rules, 47 CFR § 63.03, parties to this proceeding should file any documents using the Commission's Electronic Comment Filing System (ECFS): <http://apps.fcc.gov/ecfs/>.

In addition, e-mail one copy of each pleading to each of the following:

- 1) Myrva Charles, Competition Policy Division, Wireline Competition Bureau, myrva.charles@fcc.gov;
- 2) Gregory Kwan, Competition Policy Division, Wireline Competition Bureau, gregory.kwan@fcc.gov;

³ Applicants state that both Ridgemont Equity I and Ridgemont Equity I-B are controlled by Ridgemont Equity Management I, LLC (Ridgemont Management) which, in turn, is controlled by a Management Committee of the following U.S. citizens: J. Travis Hain; Walker Poole; Robert Sheridan; John Shimp; Robert Edwards; and George Morgan. Applicants further state that the following U.S. citizens are the partners of Ridgemont Management: J. Travis Hain; Walker Poole; Robert Sheridan; John Shimp; Robert Edwards; George Morgan; Jack Purcell; Donny Harrison; Scott Poole, and Ed Balogh.

⁴ 47 CFR § 63.03(b)(2)(i).

3) Jim Bird, Office of General Counsel, jim.bird@fcc.gov.

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The proceeding in this Notice shall be treated as a “permit-but-disclose” proceeding in accordance with the Commission’s *ex parte* rules. Persons making *ex parte* presentations must file a copy of any written presentation or a memorandum summarizing any oral presentation within two business days after the presentation (unless a different deadline applicable to the Sunshine period applies). Persons making oral *ex parte* presentations are reminded that memoranda summarizing the presentation must (1) list all persons attending or otherwise participating in the meeting at which the *ex parte* presentation was made, and (2) summarize all data presented and arguments made during the presentation. If the presentation consisted in whole or in part of the presentation of data or arguments already reflected in the presenter’s written comments, memoranda or other filings in the proceeding, the presenter may provide citations to such data or arguments in his or her prior comments, memoranda, or other filings (specifying the relevant page and/or paragraph numbers where such data or arguments can be found) in lieu of summarizing them in the memorandum. Documents shown or given to Commission staff during *ex parte* meetings are deemed to be written *ex parte* presentations and must be filed consistent with rule 1.1206(b), 47 CFR § 1.1206(b). Participants in this proceeding should familiarize themselves with the Commission’s *ex parte* rules.

For further information, please contact Myrva Charles at (202) 418-1506 or Gregory Kwan at (202) 418-1191.

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